



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

5-311A090

ICC OFFICE OF
THE SECRETARY

NOV 7 3 28 PM '85

MOTOR VEHICLE UNIT
RECORDATION NO. 9111-11
Filed 1425

NOV 7 1985 -3 35 PM
INTERSTATE COMMERCE COMMISSION

No. ~~NOV 07 1985~~

Date

Fee \$ 20.00

November 4, 1985

ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 9111-11
Filed 1425

NOV 7 1985 -3 35 PM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Fourth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Continental Illinois National Bank and Trust Company of Chicago, 30 North LaSalle Street, Chicago, Illinois 60693 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1977, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 14 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 19 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 1, 1977, which was recorded with your office on December 5, 1977, and assigned recordation number 9111. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-
November 4, 1985

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. B. Allman".

ABH/tg

Enclosure

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

RECORDATION NO. 9111-H Filed 1425

NOV 7 1985 -3 35 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 31st day of October, 1985, from Continental Illinois National Bank and Trust Company of Chicago to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of November, 1985.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 7/23/88



BILL OF SALE

Continental Illinois National Bank and Trust Company of Chicago
as Trustee under Equipment Trust Agreement

Dated as of December 1, 1977 (Series 15)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Continental Illinois National Bank and Trust Company of Chicago (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1977 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on June 12, 1979, and assigned recordation number 10497.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 31st day of October, 1985.

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY
OF CHICAGO

By *Robert J. Donohue*
VICE PRESIDENT

(CORPORATE SEAL)

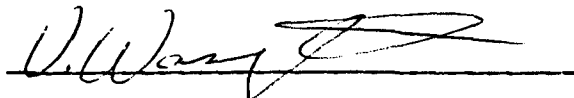
ATTEST:

Alice K. Greenhouse

Its Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of October, 1985, before me, a Notary Public in and for said County, personally appeared _____
Robert J. Donahue and Alice K. Greenhouse to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and Trust Officer of Continental Illinois National Bank and Trust Company of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said Robert J. Donahue and Alice K. Greenhouse acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

My Commission Expires:

My Commission Expires July 31, 1988

Revised

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 05
PAGE NO :

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	TA	13,500	12601
3	TM	14,000	24993,25435,25579
3	TM	14,694	12241,12256,12289
4	TM	17,600	71813,71826,71849,71874
3	TM	20,000	46798,70432,70979
3	TM	23,500	71206,71270,71283
1	TP	24,690	96239
1	TP	25,000	96259

19 TOTAL